

MCDERMOTT, WILL & EMERY

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

111 WEST MONROE STREET

CHICAGO, ILLINOIS 60603-4067

312/372-2000

FACSIMILE 312/984-7700

TELEX 253565.210079

CABLE MILAM

1301 DOVE STREET

NEWPORT BEACH, CALIFORNIA 92660

714/851-0633

445 PARK AVENUE

NEW YORK, NEW YORK 10022

212/371-7000

ONE POST OFFICE SQUARE
BOSTON, MASSACHUSETTS 02109
617/357-0200

2029 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
213/277-4110

700 BRICKELL AVENUE
MIAMI, FLORIDA 33131
305/358-3500

INTERSTATE COMMERCE COMMISSION

500 K STREET, N.W.
WASHINGTON, D.C. 20006
202/887-8000

December 6, 1988

DEC 7 1988 3-2 PM
12221-14
RECORDATION NO. 1425

CLIFFORD M. SLADNICK
312/984-7577

VIA MESSENGER

Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Secretary

Gentlemen:

No. 8-842A036
Date DEC 7 1988
Fee \$ 13.00
ICC Washington, D.C.

On behalf of our client, Transportation Corporation of America, I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a Termination of Assignment, a secondary document, dated November 30, 1988. The primary document to which this is connected is recorded under Recordation Number 12221.

The names and addresses of the parties to the document are as follows:

Company: Transportation Corporation of America
P.O. Box 218
Chicago Heights, IL 60411

Trustee: Continental Illinois National Bank
and Trust Company of Chicago
30 North LaSalle Street
Chicago, IL 60697

A description of the equipment covered by the document is in Exhibit A to the document.

A fee of \$10 is enclosed. Please return the original and any extra copies not needed for recordation to:

*Very Truly
Clifford M. Sladnick*

C

Interstate Commerce Commission
December 6, 1988
Page 2

Clifford M. Sladnick, Esq.
McDermott, Will & Emery
111 West Monroe Street
Chicago, Illinois 60603

A short summary of the document to appear in the index follows: Termination of Assignment with Recordation Number 12221, dated November 30, 1988, and covering the equipment listed on Exhibit A thereto.

Please do not hesitate to contact me if you have any questions concerning this matter.

Very truly yours,



Clifford M. Sladnick

CMS/mbh

Enclosures

INTERSTATE COMMERCE COMMISSION

DEC 7 1988 3:20 PM
RECORDATION NO. 12221-1
AND 1425

TERMINATION OF ASSIGNMENT

This Termination of Assignment is made as of the 30th day of November, 1988 by and between Continental Illinois National Bank and Trust Company of Chicago, a national banking association duly organized and existing under the laws of the United States, acting as trustee (the "Trustee") under an Equipment Trust Agreement dated as of July 31, 1980 (the "Equipment Trust Agreement"), and Transportation Corporation of America, an Illinois corporation (the "Company").

WHEREAS, the Company and the Trustee have heretofore entered into an assignment (the "Assignment"), whereby the Company granted to the Trustee an assignment of and a security interest in and to the leases referred to in Exhibit A hereto (hereinafter collectively referred to as the "Leases") between the Company and the lessees named therein;

WHEREAS, the Assignment was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 United States Code on September 24, 1980, and assigned Recordation No. 12221;

WHEREAS, all obligations from the Company to the Trustee that were secured by the Assignment have been satisfied as of the date hereof; and

WHEREAS, the parties desire to terminate the Assignment and release all security interests granted to the Trustee therein;

NOW THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

1. The Assignment is hereby terminated in all respects as of the date hereof and shall have no further force or effect.
2. The Trustee hereby sells, assigns, transfers and sets over unto the Company all of its right, title and interest in and to the Leases under the Assignment.
3. The Trustee hereby releases all liens, security interests, encumbrances, and other rights, titles and interests it possesses or holds in the Leases, all rentals due thereunder and any and all other property of any kind conveyed by the

Company or anyone on its behalf to the Trustee under the Assignment.

4. This Termination of Assignment may be executed, acknowledged, and delivered in any number of counterparts, each of such counterparts constituting an original but altogether only one instrument.

5. The Company will promptly cause this Termination of Assignment to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the Trustee and the Company have caused this Termination of Assignment to be executed as of the day and year first above written.

TRUSTEE:

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF
CHICAGO, Trustee

By: *[Signature]*
Its: VICE PRESIDENT

[SEAL]

ATTEST:

[Signature]

COMPANY:

TRANSPORTATION CORPORATION OF
AMERICA

By: *[Signature]*
Its: Assistant Treasurer

[SEAL]

ATTEST:

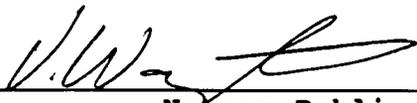
[Signature]

STATE OF ILLINOIS)
) ss.
COUNTY OF)

On this 2nd day of DECEMBER 1988, before me personally appeared Robert J. Donahue and GEORGE N. KEAVES, to me personally known, who being by me duly sworn, said that they were, respectively, VICE PRESIDENT and TRUST OFFICER of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

My Commission Expires: 9-20-92



Notary Public

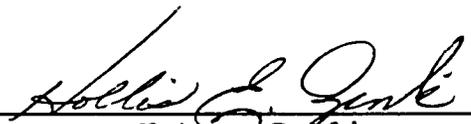


STATE OF ILLINOIS)
) ss.
COUNTY OF Cook)

On this 30th day of November 1988, before me personally appeared Lee E. Johnson and Mary Beth Terschluse to me personally known, who being by me duly sworn, said that they were, respectively, Asst. Treasurer and Attorney of TRANSPORTATION CORPORATION OF AMERICA, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

My Commission Expires: May 7, 1990



Notary Public

EXHIBIT A

PAGE 1 OF 2

TYPE OF CAR	AAR MECHANICAL DESIGNATION	NO. OF CARS	LESSOR	L C C RECORDATION		AND/OR RIDER DATE	TERM (YEARS)	CAR NUMBERS (BOTH INCLUSIVE)
				NUMBER	DATE			
5600 Cu.Ft. 100-Ton Covered	LO	40	Ashland Oil Company	11538	2-26-80	1-3-80	15	HTCX 6018 thru 6057
4750 Cu.Ft. 100-Ton Cov. Hopper	LO	66	Atchison, Topeka & Santa Fe	Utilization Agreement		10-30-87	1	TCAX 60456 thru 60470 TCAX 60523 thru 60541 TCAX 60543 thru 60545 TCAX 60547 thru 60551 TCAX 60553 thru 60555 TCAX 60557 thru 60575
4750 Cu.Ft. 100-Ton Cov. Hopper	LO	107	Burlington Northern Railroad Company	Utilization Agreement		6-13-85	Mo. to No.	TCAX 60213 thru 60216 TCAX 60282 thru 60288 TCAX 60290 thru 60301 TCAX 60307 thru 60318 TCAX 60471 thru 60522
52'6" 100-Ton Gondola	GB	190	Chicago & North Western Transp. Company	15359	10-30-87	5-11-87	5	CNW 130400 thru 130524 CNW 350000 thru 350064
5950 Cu.Ft. 100-Ton Cov. Hopper	LO	10	Degussa-Alabama, Inc.	80958	10-2-79	3-15-79	15	TCAX 40011 thru 40020
52'6" 100-Ton Gondola	GB	10	Gulf & Mississippi Railroad Corp.	Utilization Agreement		8-10-86	3	GMSR 64209 thru 64218
52'6" 100-Ton Gondola	GB	20	Gulf & Mississippi Railroad Corp.	Utilization Agreement		4-30-87	3	GMSR 64230 thru 64232 64235, 64237, 64238, 64240, 64241, 64243, 64245, 64246, 64251, 64254, 64256 thru 64258 64261, 64262, 64265, 64268
52'6" 100-Ton Gondola	GB	15	Illinois Central Gulf Railroad	Utilization Agreement		8-14-86	3	IOG 246950 thru 246964
52'6" 100-Ton Gondola	GB	20	Indiana Harbor Belt RR Co.	Utilization Agreement		7-10-87	1	IHB 64233, 64234, 64236, 64239, 64242, 64244, 64247 thru 64250, 64252, 64253, 64255, 64259, 64260, 64263, 64264, 64266, 64267 64269
52'6" 100-Ton Gondola	GB	50	Paducah & Louisville Railway, Inc.	Utilization Agreement		9-19-86	2	PAL 245600 thru 245649

TYPE OF CAR	AAR MECHANICAL DESIGNATION	NO. OF CARS	LESSEE	I. C. C. NUMBER	RECORDATION DATE	LEASE AND/OR RIDER DATE	TERM (YEARS)	C A R N U M B E R S (BOTH INCLUSIVE)
4750 Cu.Ft. 100-Ton Cov. Hopper	LO	71	Soo Line Railroad Co.	14295	3-19-84	3-1-84	2	MILW 813100, 813104, 813107, 813108, 813113, 813119, 813124, 813125, 813128 thru 813135, 813138, 813144, 813146 thru 813152, 813157, 813159 thru 813163, 813174, 813177, 813179 thru 813182, 813184, 813188, 813190 thru 813193, 813195, 813197, 813198, 803324 thru 803348
52'6" 100-Ton Gondola	GB	25	Southern Pacific Transp. Co.	Utilization Agreement		8-20-86	1	CBRY 6100 thru 6124
52'6" 100-Ton Gondola	GB	50	Southern Pacific Transp. Co.	Utilization Agreement		3-15-86	No. to No.	CBRY 5001, 5003, 5005, 5009, 5012 thru 5015, 5021, 5024, 5025, 5033, 5039, 5041, 5043, 5047, 5057, 5059 thru 5061, 5065, 5069, 5072, 5073, 5092, 5099, 5102, 5103, 5113 thru 5115, 5118, 5121 thru 5123, 5125, 5131, 5135, 5137, 5139, 5140, 5142 thru 5144, 5146, 5147, 5152, 5153, 5157, 5161
4750 Cu.Ft. 100-Ton Cov. Hopper	LO	51	Soo Line Railroad Co.	132780	3-5-85	3-26-84	1	SOO 3101 thru 3103, 3105, 3106, 3109 thru 3112, 3114 thru 3118, 3120, 3121, 3123, 3127, 3137, 3139 thru 3143, 3145, 3153 thru 3156, 3158, 3164 thru 3173, 3175, 3176, 3178, 3183, 3185 thru 3187, 3189, 3194, 3196, 3199
52'6" 100-Ton (A) Gondola	GB	149	Southern Pacific Transp. Co.	Utilization Agreement		3-15-85	1	CBRY 3900 thru 3982, and 3984 thru 4049
4750 Cu.Ft. 100-Ton Cov. Hopper	LO	<u>122</u>	Union Equity Cooperative Exchange	11919	6-23-80	11-30-79	7	TCAX 60601 thru 60642, 60644 thru 60693, 60695 thru 60725
	TOTAL:	<u>997</u>						